

FEE APPLICATION COVER SHEET

First Interim Fee Application of Quilling, Selander, Lownds, Winslett & Moser, P.C.

for the time period of April 1, 2024 to June 28, 2024

Capacity: Counsel to Kent Ries, the Chapter 7 Trustee Chapter: 7

Debtor/Case: McClain Feed Yard, Inc., et al.; Jointly Administered Case No. 23-20084-RLJ-7

Retainer Received: _____ Amount Previously Paid: \$250,000.00

Amount Requested:

Fees: \$105,073.00

Expenses: \$3,139.61

Other: _____

Total: \$108,212.61

Reductions:

Vol. Fee Reductions: \$20,000.00

Expense Reductions: \$0.00

Total Reductions: \$20,000.00

Expenses:

Copies per page: \$0.20

Faxes per page: No Charge

WestLaw/Lexis: \$

Other (specify): Postage, Pacer, research, court fees, etc.

Hourly Rates: Attorney/Accountant

Highest Rates: \$525.00

Hours Billed: 261.0

Average: \$402.58

Paralegal/Clerical

\$163.27

/s/ Kenneth A. Hill
Signature

November 15, 2024
Date

Kenneth A. Hill
Texas Bar No. 09646950
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SPECIAL COUNSEL TO THE TRUSTEE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
AMARILLO DIVISION**

IN RE:

MCCLAIN FEED YARD, INC., et al.,¹

Debtors.

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CASE NO. 23-20084-RLJ-7

Jointly Administered

**SECOND AND FINAL APPLICATION FOR ALLOWANCE OF FEES AND
EXPENSES OF QUILLING, SELANDER, LOWNDS, WINSLETT & MOSER, P.C.**

NOTICE

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 205 SOUTHEAST 5TH AVENUE, ROOM 133, AMARILLO, TEXAS, 79101-1559 BEFORE CLOSE OF BUSINESS ON DECEMBER 6, 2024, WHICH IS AT LEAST 21 DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY. IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

¹ The Debtors in these Chapter 7 cases are: McClain Feed Yard, Inc. (Case No. 23-20084-RLJ), McClain Farms, Inc. (Case No. 23-20085-RLJ), and 7M Cattle Feeders, Inc. (Case No. 23-20086-RLJ)

TO THE HONORABLE ROBERT L. JONES, BANKRUPTCY JUDGE:

Quilling, Selander, Lownds, Winslett & Moser, P.C. ("QSLWM"), special counsel to Kent Ries, Trustee ("Trustee") of the referenced Chapter 7 bankruptcy cases the "Bankruptcy Cases", files its Second and Final Application for Allowance of Fees and Expenses (the "Application"), and would respectfully show the Court as follows:

I. SUMMARY

1. As the Court is well-aware, the Debtors' Chapter 7 cases are complicated and involve hundreds of millions of dollars of transactions and other transfers in connection with an alleged Ponzi-scheme that include over 100 claimants claiming in excess of \$175M of losses in connection with, in many cases, apparent passive investments in the Debtors' intertwined cattle operations. The Trustee's investigation has been significant and is ongoing, and is expected to result in considerable litigation claims in an effort to provide a meaningful return to the ultimately allowed good-faith creditor and investor claims.

2. The Trustee, with the assistance of special counsel and his forensic accounting firm, successfully pursued and settled a Chapter 5 avoidance claim for \$3,000,000.00 related to the recovery of proceeds of life insurance where the premiums were allegedly paid by fraudulent transfers from the Debtors' funds.

3. The Trustee's professionals assisted in this case without payment for almost a year, and previously sought and obtained approval of interim fee applications for time through March 31, 2024. Since then, the Trustee has engaged in significant discovery efforts involving production of records from more than 100 parties, discovery disputes, various motion practice in pending adversary proceedings, contested discovery hearings, forensic analysis of hundreds of thousands of pages of financial records and other documents, and investigation of litigation claims.

4. The time period of this fee application is April 1, 2024 to June 28, 2024. By this Application, QSLWM seeks approval of \$105,073.00 in fees and \$3,139.61 in expenses. This amount includes voluntary reduction of \$20,000.00.

II. EMPLOYMENT AND PRIOR COMPENSATION

5. The Debtors filed for relief under Chapter 7 of the United States Bankruptcy Code on April 28, 2023 (the “Petition Date”). Kent Ries was subsequently appointed and qualified to serve as the Trustee over the bankruptcy estate.

6. On June 30, 2023, the Trustee filed an application for authority to employ Quilling, Selander, Lownds, Winslett & Moser, P.C. as special counsel in this case (Dkt. No. 69). On July 7, 2023, this Court entered an order approving the Trustee’s employment of QSLWM (Dkt. No. 75). An expanded scope of QSLWM’s engagement was thereafter confirmed pursuant to motion filed on September 11, 2023 (Dkt. No. 120) and approved by Court order on November 1, 2023 (Dkt. No. 144).

7. On June 30, 2023, the Trustee filed an application for authority to employ LainFaulkner as forensic accountants in this case (Dkt. No. 68). On July 7, 2023, this Court entered an order approving the Trustee’s employment of LainFaulkner (Dkt. No. 74).

8. On April 24, 2024, QSLWM filed its First Interim Application for Allowance of Compensation and Reimbursement of Expenses (Dkt. No. 224), requesting the interim allowance of fees and expenses totaling \$250,000.00 for the period May 12, 2023 through March 31, 2024. This amount included a \$39,911.03 voluntary reduction. On May 15, 2024, this Court entered its Order Granting First Interim Application for Allowance of Compensation and Reimbursement of Expenses for QSLWM (Dkt. No. 247). The Trustee has paid Applicant the total amount of fees and expenses requested.

9. On April 25, 2024, LainFaulkner filed its First Interim Application for Allowance of Compensation and Reimbursement of Expenses for Lain, Faulkner & Co., P.C., as Accountants for the Chapter 7 Trustee (Dkt. No. 228), requesting the interim allowance of fees totaling \$160,319.00 and expenses totaling \$650.18 for the period June 1, 2023 through March 31, 2024. This amount included \$18,722.50 in voluntary reductions. On May 23, 2024, this Court entered its Order Granting First Interim Application for Allowance of Compensation and Reimbursement of Expenses for Lain, Faulkner & Co., P.C., as Accountants for Chapter 7 Trustee (Dkt. No. 252). The Trustee has paid Applicant the total amount of fees and expenses requested.

10. On August 13, 2024, the Trustee filed his Motion for Approval of Employment of Special Counsel for Trustee (Dkt. No. 277) seeking to retain Jobe Law PLLC as special counsel following Hudson Jobe's moving from QSLWM to Jobe Law PLLC. The engagement agreement included an agreed reduction in the normal hourly rates for investigation of claims through December 1, 2024:

TIMEKEEPER RATE	NORMAL HOURLY RATE	DISCOUNTED RATE
Hudson M. Jobe	\$525	\$400
Paralegal	\$175	\$125

11. On August 13, 2024, the Trustee filed his Motion for Approval of Employment of Special Counsel for Trustee (Dkt. No. 278) seeking to retain Lynn Pinker Hurst & Schwegmann, LLP, as special counsel to act as co-counsel to Jobe Law PLLC. The engagement agreement included an agreed reduction in the normal hourly rates for investigation of claims through December 1, 2024:

TIMEKEEPER RATE	NORMAL HOURLY RATE	DISCOUNTED RATE
Alan Dabdoub	\$875	\$450
Campbell Sode	\$625	\$350
Whitney Gillespie, Paralegal	\$345	\$200
LP Doc Review Attorneys	\$375	\$300

12. No agreement exists between movant and any other person or entity for the sharing of compensation to be received for services rendered in connection with this case, except that such compensation will be shared among the employees of movant.

III. CASE BACKGROUND

13. Each of the Debtors operated a cattle feedlot and/or growyard. McClain Feed Yard, Inc. (“MFY”) owned real property outside of Hereford, Texas; McClain Farms, Inc. (“MF”) leased real property in Kentucky; and 7M Cattle Feeders, Inc. (“7M”) owned real property outside of Friona, Texas (collectively, the “Debtors”).

14. The Debtors’ business operations have significant overlap, including one major secured creditor (Rabo AgriFinance LLC) whose alleged claim exceeds \$53,000,000.00 pursuant to its recent motion for relief from the automatic stay. Rabo claims cross-collateralization and a blanket lien on substantially all of the Debtors’ assets. Further, many of the same vendors, customers and investors did business with all three Debtors. Finally, the owner of all three Debtor entities was Brian McClain.

15. All of the Debtors’ business operations were shut down prior to their bankruptcy filings. All cattle and other livestock were apparently sold by the Debtors or removed by their alleged owner’s pre-petition.

16. As discussed in prior pleadings, based upon the Trustee’s investigation thus far, the Debtors’ prebankruptcy operations appear to have constituted a massive fraud involving two cattle operations in Texas (Hereford and Friona) and one in Benton, Kentucky. The asserted unpaid claims exceed \$175M so far, and the Debtors’ records show several hundred million dollars flowing through the Debtors in the 3 years before bankruptcy. These cases will involve over 100 parties and their attorneys based upon the service list thus far.

17. The Debtors' owner, Mr. McClain, committed suicide on April 18, 2023, less than 2 weeks after the appointment of a Chief Restructuring Officer that was investigating the Debtors' financial affairs. The Trustee's investigation thus far, including with the assistance of the pre-bankruptcy CRO, has been considerable and will be ongoing for some time due to, among other things, the Debtors' poor and unreliable records.

18. It appears that the Debtors' cattle operations included at least some actual cattle transactions whereby, in some instances, the Debtors' purchased cattle ("Cattle Purchases"), and in other instances, took possession of third-parties' cattle for the Debtors' to fatten/grow prior to sale ("Feed Yard Services"). In addition to Cattle Purchases and Feed Yard Services, it appears that Mr. McClain also raised money from many "investors" pursuant to "partnership agreements" whereby the "investors" would advance funds to one of the Debtors to "purchase" unspecified cattle from the Debtor (that were purportedly already under a contract for sale in the future at a higher weight and price), the Debtor would continue to hold and feed the cattle at its expenses, and the investor and applicable Debtor intended to split the later profit 1/3 to the Debtor and 2/3 to the investor (the "Partnership Agreements").

19. Over 100 claimants have asserted claims exceeding \$100 million with the United States Department of Agriculture ("USDA") under the Dealer Trust Statute for allegedly unpaid amounts for Cattle Purchases, cattle that were dropped off for Feed Yard Services, investments under the Partnership Agreement, and possibly other transactions not yet specified by the claimants. Additionally, upon belief many of these claimants and possibly other parties ostensibly "reclaimed" millions of dollars of cattle in the chaotic period following Mr. McClain's death.

IV. CASE STATUS

20. The Trustee has spent considerable time and resources investigating the Debtors' pre-bankruptcy financial affairs, and the investigation is ongoing. Based upon his investigation

thus far, the Trustee believes that the Debtors' estates may have claims against investors, lenders, and other agricultural entities.

21. In addition to various other funds, the Trustee obtained \$3,000,000.00 that constitute the proceeds of certain Chapter 5 avoidance claims investigated, pursued, and ultimately settled by the Trustee related to the alleged fraudulent transfers of Debtors' funds for the purposes of funding term life insurance for Mr. McClain. The Court has previously approved interim fee applications allowing the Trustee to pay fees and expenses from this sum: \$250,000.00 to QSLWM (Dkt. No. 247) and \$160,969.18 to LainFaulkner (Dkt. No. 252). Thus, \$2,589,030.82 of the settlement of Chapter 5 claims remains after payment of prior professionals.

22. As discussed in prior hearings, the Trustee's investigation of additional claims is ongoing. Since the prior interim fee applications, the Trustee has engaged in significant discovery efforts involving production of records from more than 100 parties, discovery disputes, various motion practice in pending adversary proceedings, contested discovery hearings, forensic analysis of hundreds of thousands of pages of financial records and other documents, and investigation of litigation claims. The Trustee anticipates pursuing additional claims against various third parties in the future in an effort to provide a meaningful return to good faith investors and creditors in this case. Virtually all of the claims in this case are contested, and therefore it is not possible to provide an interim dividend to general unsecured creditors at this time.

V. ATTORNEY'S FEES AND EXPENSES

23. From April 1, 2024 to June 28, 2024, the Trustee incurred attorney's fees in the aggregate amount of \$125,073.00 in fees and \$3,139.61 in expenses with respect to QSLWM's representation.

24. Exhibit "A," which is attached hereto and incorporated herein by reference for all purposes, conveys the following information for the time period covered by this Application: (a)

the number of hours worked by each attorney and staff member on a particular day; (b) the manner and type of work performed by each attorney and staff member; (c) the billing rate for each person rendering service in this matter; (d) the monetary value assigned to each task performed by a given attorney and/or staff member; and (e) the amount and description for all expenses for which QSLWM seeks reimbursement.

25. All photocopies included in this Application were billed at \$0.20 per page, and all other expenses were billed at the actual cost.

VI. SUMMARY OF SERVICES RENDERED

26. Following is a summary of services rendered with the total time and fees attributable to each general category by attorney:

a. General Case Administration. The time in this category includes handling various matters in the Debtors' main bankruptcy cases regarding employment and fee applications:

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Brent Rodine	0.30	\$250.00	\$75.00
Hudson M. Jobe	10.50	525.00	5,512.50

b. USDA Claim Issues. The time in this category includes time spent specific to cattle claimant claims:

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Hudson M. Jobe	3.30	\$525.00	\$1,732.50
Gregory M. Sudbury	0.80	450.00	360.00

c. Investigation of Possible Estate Claims Assets. The time in this category includes the considerable ongoing investigation and research generally into potential claims of the estate stemming from the Debtors' significant prepetition transactions and other transfers, which appear to constitute a massive Ponzi scheme. The time in this category includes the pursuit and processing of significant (and in some cases contested) discovery:

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Kenneth A. Hill	0.50	\$350.00	\$175.00
Hudson M. Jobe	146.60	525.00	76,965.00
Heather Ferrill	5.20	163.27	849.00

d. Adversary Proceedings. The time in this category includes the review and analysis of multiple pending lawsuits between several parties, analysis of the estate's claims therein, and motion practice:

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Gregory M. Sudbury	84.60	\$450.00	\$38,070.00
Heather Ferrill	9.20	145.00	1,334.00

VII. FIRST COLONIAL FACTORS

27. In support of this request for allowance of compensation and reimbursement of expenses, QSLWM respectfully directs this Court's attention to those factors generally considered by Bankruptcy Courts in awarding compensation to professionals for services performed in connection with the administration of a bankruptcy estate, as enumerated in 11 U.S.C. § 330 and developed by case law. Specifically, section 330 provides, *inter alia*, that the allowance of professional compensation should be based upon the time, nature, extent and value of the services rendered as well as consideration of the cost of comparable services rendered in a non-bankruptcy context. The controlling authority in the Fifth Circuit is *In re First Colonial Corp. of America*, 544 F.2d 1291 (5th Cir. 1977). In *First Colonial*, the Court of Appeals for the Fifth Circuit identified twelve factors to guide this Court's decision. Those factors as applied to the services rendered in this case by QSLWM for the time period covered by this Application are addressed below.

(a) **The Time and Labor Required.** QSLWM respectfully refers the Court to Exhibit "A," which details the services performed by QSLWM's attorneys and paralegals in this case. The time period covered by this Application spans approximately 3 months within which a total of 261 hours of attorney and paralegal time has been expended. QSLWM believes that all of the services performed are compensable in that they represent actual and necessary services performed in representing the Trustee in this case.

(b) **The Novelty and Difficulty of the Questions.** The tasks reflected in Exhibit “A” involved factual and legal questions that were of moderate difficulty.

(c) **The Skill Requisite to Perform the Service.** QSLWM believes that practitioners unfamiliar with bankruptcy law would have been required to spend considerably more hours than QSLWM’s attorneys and professional staff to perform the same tasks.

(d) **The Preclusion of Other Employment Due to Acceptance of the Case.** The time requirements of this case have been significant, and QSLWM has been precluded from devoting as much time to other matters as it would have had it not been for its services as counsel for the Trustee in this case.

(e) **The Customary Fee.** The hourly rates sought herein are commensurate with the rates charged and approved in other bankruptcy proceedings pending in the Northern District of Texas. The hourly rates charged by the attorneys and paraprofessionals of QSLWM who worked on this case are as follows:

(i) Hudson M. Jobe (\$525.00 per hour per) licensed in 2003 and board certified in Business Bankruptcy Law by the Texas Board of Legal Specialization;

(ii) Gregory Sudbury (\$450.00 per hour) licensed in 2002 and has extensive litigation experience;

(iii) Brent Rodine (\$350.00 per hour) licensed in 2005 and has extensive receivership and experience with avoidance claims;

(f) **Whether the Fee is Fixed or Contingent.** QSLWM’s fee is fixed insofar as monies exist in the estate from which to pay such fees. Payment of QSLWM’s fees,

however, is subject to Court approval and the requirements of the Bankruptcy Code and relevant case law.

(g) **Time Limitations Imposed by the Client or Other Circumstances.** The time requirements of this case have been significant.

(h) **The Amount Involved and the Results Obtained.** The total amount of funds recovered through the efforts of QSLWM to date is \$3,000,000.00.

(i) **The Experience, Reputation and Ability of the Attorneys.** QSLWM has several attorneys who specialize in the practice of bankruptcy law. The practice of those attorneys regularly includes the representation of debtors, secured creditors, unsecured creditors, trustees and creditors' committees. The reputation of QSLWM's bankruptcy attorneys is recognized and respected in the community. Hudson M. Jobe is Board Certified by the Texas Board of Legal Specialization in Business Bankruptcy Law.

(j) **The Undesirability of the Case.** The representation of the Trustee incident to this case has not been undesirable other than the delays and risks associated with payment of legal fees by a trustee in a chapter 7 case, which has been fairly significant in this case.

(k) **The Nature and Length of the Professional Relationship with the Client.** QSLWM did not represent the Trustee in these proceedings prior to being retained as counsel.

(l) **Award in Similar Cases.** QSLWM believes that the fees requested in this case are less than or equal to those which have been awarded in similar cases pending in this District.

VIII. CONCLUSION

WHEREFORE, PREMISES CONSIDERED, QSLWM requests that this Court enter an order approving QSLWM's compensation of \$105,073.00 in fees and \$3,139.61 in expenses for fees and expenses for the period of time from April 1, 2024 to June 28, 2024 provided that no objections are made to this request, and in such event that this Application is contested, that the Court award \$125,073.00 in fees and \$3,139.61 for expenses for the period of time from April 1, 2024 to June 28, 2024, and granting QSLWM such other and further relief, general or special, at law or in equity, to which it may be justly entitled.

Respectfully submitted,

QUILLING, SELANDER, LOWNDS
WINSLETT & MOSER, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201
(214) 871-2100 (Telephone)
(214) 871-2111 (Facsimile)

By: /s/ Kenneth A. Hill
Kenneth A. Hill
Texas Bar No. 09646950
SPECIAL COUNSEL FOR THE TRUSTEE

PROFESSIONAL CERTIFICATION

I hereby certify (a) that I am the professional with responsibility to verify compliance with the Guidelines for Compensation and Expense Reimbursement of Professionals as promulgated in the United States Bankruptcy Court for the Northern District of Texas ("Guidelines"); (b) I have read the Application; (c) to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is in conformity with the Guidelines; and (d) the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by QSLWM and generally accepted by QSLWM's clients.

/s/ Kenneth A. Hill
Kenneth A. Hill

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served concurrently with filing by ECF upon all persons who have filed ECF appearances in this case, including the Office of the United States Trustee.

/s/ *Kenneth A. Hill*

Kenneth A. Hill

**Exhibit "A"**

Tax ID: 75-2459334

Kent Ries, Chapter 7 Trustee of McClain Debtors

Invoice Date: October 22, 2024
 Invoice No. 529349
 Client No. 2322.0002
 Page: 1

General Case Administration

ITEMIZED SERVICES BILL

			Hours	
04/03/2024	HMJ	Outline various aspects of case for use in segregating time on fee application, follow up with trustee and accountants on same(1.0); Review prior proceedings and Form 1, draft financial background section for use in Fee Application(.8); Draft case background and summary for Fee Application(2.0).	3.80	1,995.00
04/11/2024	BR	Conference with H. Jobe regarding information obtained about the [REDACTED] handling of investor funds.	0.30	75.00
04/18/2024	HMJ	Review LF invoices, prepare comments thereto(.5); Review/revisions to QSLWM fee application and related documents(1.8).	2.30	1,207.50
04/19/2024	HMJ	Several correspondence and conferences with client and LF regarding fee application drafts and invoices(1.6); Revise QSLWM Fee Application and related documents(1.2).	2.80	1,470.00
04/24/2024	HMJ	Review/revise Lain Faulkner fee application, follow up with Trustee and LF on same and related case issues.	1.00	525.00
05/12/2024	HMJ	Prepare fee app orders on QSLWM and LF and follow up with trustee on same.	0.60	315.00
		For Current Services Rendered	10.80	5,587.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Brent Rodine	0.30	\$250.00	\$75.00
Hudson M. Jobe	10.50	525.00	5,512.50

Photocopies	2.40
Postage	412.16
Pacer Service	132.90
Total Expenses Thru 10/22/2024	547.46

Client No: 2322-0002M
Invoice No: 529349

General Case Administration

Total Current Work 6,134.96

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT



Tax ID: 75-2459334

Kent Ries, Chapter 7 Trustee of McClain Debtors

Invoice Date: October 22, 2024
 Invoice No. 529350
 Client No. 2322.0003
 Page: 1

USDA Claim Issues

ITEMIZED SERVICES BILL

			Hours	
04/04/2024	HMJ	Several correspondence and conferences with parties on pending Rabo USDA lawsuit, scheduling order, and plans for addressing timing of various components(1.8); Review/revise proposed scheduling order terms and negotiate same with parties and timing of consideration with court(1.5).	3.30	1,732.50
04/19/2024	GMS	Review and analysis of Memorandum Opinion and Order granting Trustee's request for discovery from Cattle Claimants, and evaluate next steps;	0.60	270.00
05/16/2024	GMS	Correspondence from counsel for certain USDA claimants and Rabo regarding withdrawal of claims and proposed stipulation;	0.20	90.00
		For Current Services Rendered	4.10	2,092.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Hudson M. Jobe	3.30	\$525.00	\$1,732.50
Gregory M. Sudbury	0.80	450.00	360.00

Total Current Work 2,092.50

Balance Due \$2,092.50**NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT**



Tax ID: 75-2459334

Kent Ries, Chapter 7 Trustee of McClain Debtors

Invoice Date: October 22, 2024
 Invoice No. 529351
 Client No. 2322.0004
 Page: 1

Investigation of Possible Estate Claims

ITEMIZED SERVICES BILL

			Hours	
04/01/2024	HMJ	Review various issues raised by parties in several related lawsuits and interplay of same [REDACTED] 1.8); Outline items for follow up with parties and possible motions(.7).	2.50	1,312.50
04/04/2024	HMJ	Conference with Trustee on [REDACTED] (.5); Further outline and analysis of various items for follow up discovery(1.2); Review issues in pending lawsuits and potential [REDACTED] claims and options to address same(1.0).	2.70	1,417.50
04/05/2024	HMJ	Review voluminous [REDACTED] discovery production and identification of issues to input/review/process in [REDACTED] discovery.	2.30	1,207.50
04/09/2024	HMJ	Conferences with Trustee on [REDACTED] .9); Review documents and issues in preparation for conference with Goad, attend conference(3.0); Outline and analysis of Debtor document issues and background, follow up with Rabo on related case issues and discovery(1.4).	5.30	2,782.50
04/10/2024	HMJ	Review various outstanding documents from [REDACTED] Debtor records(2.6); Follow up with Rabo re same re physical records(.2); Work with parties on Rabo MLS and Scheduling Order issues in Rabo adversary proceeding(1.0); Follow up with court on various scheduling matters(.1); Review Rabo spreadsheets and various issues [REDACTED] related documents and analysis(1.4); Follow up with accountants re same(.3); Review documents and issues concerning [REDACTED] buying activity(1.0); Research potential related entities and individuals(.8); Follow up with trustee on same(.5).	7.90	4,147.50
04/11/2024	HMJ	Conference with Trustee on general case issues and pending matters (.8); Revise language on discovery orders, negotiate same with parties(1.5).	2.30	1,207.50
04/15/2024	HMJ	Initial review and analysis of updated documents and issues concerning [REDACTED] interplay of same with [REDACTED] follow up with accountants on same.	2.40	1,260.00

Client No: 2322-0004M
Invoice No: 529351

Investigation of Possible Estate Claims

			Hours	
04/19/2024	HMJ	Review opinion re discovery on USDA claimants and POC parties, initial outline of next steps to coordinate submission and order procedures.	0.50	262.50
04/23/2024	HMJ	Prepare detailed revised discovery orders per court opinion on various objections thereto.	1.50	787.50
04/25/2024	HMJ	Prepare red-lined discovery orders(.4); Follow up with court on same(.1); Emails with court re various setting issues(.3); Several lengthy conferences with discovery parties and accountants on production issues and procedures(2.2).	3.00	1,575.00
04/29/2024	HMJ	Review various issues and documents related to investigation of [REDACTED] transactions in preparation for [REDACTED] (1.5); Attend conference with Goad [REDACTED] 2.0); Prepare for and attend conference with various USDA cattle on case issues(.8); Review/revise scheduling order and circulate same on pending lawsuits(.5); Comprehensive review and outline of current records and additional discovery needed from various banks, consultants, accountants, and other parties(3.0); Prepare draft of additional discovery requests and production(2.5).	10.30	5,407.50
04/30/2024	HMJ	Analysis and outline of terms of discovery submission instructions and procedures for use in dealing with [REDACTED] discovery [REDACTED] [REDACTED] 1.0); Several conferences with Trustee and accountants on [REDACTED] [REDACTED] 1.4).	2.40	1,260.00
05/01/2024	HMJ	Prepare comprehensive analysis and outline of [REDACTED] and procedure for next 3 months and conference with Trustee [REDACTED] (1.2); Conference with Trustee on [REDACTED] (2.0).	3.20	1,680.00
05/02/2024	HMJ	Several conferences with parties and accountants coordinating discovery submission issues and procedures.	2.00	1,050.00
05/08/2024	HMJ	Review discovery orders(.1); Review/revise various lists of parties and counsel, coordinate service and instructions with accountants and other parties(2.0); Review various outstanding issues and documents on banking records(1.2); Negotiations with CFSB on same(.6).	3.90	2,047.50
05/09/2024	HMJ	Review Rabo documents and related issues, draft order comments on Rabo MLS(.4); Follow up with trustee on same(.2); Review missing USDA discovery, prepare summary of follow up notifications and next step procedures(1.5); Conference with accountants [REDACTED] .5).	2.60	1,365.00
05/10/2024	HMJ	Several lengthy correspondence and conferences with various parties negotiating discovery production scope and deadlines.	1.40	735.00
05/13/2024	HMJ	Lengthy conference with Trustee and accountants [REDACTED] issues(1.0); Continue review of discovery submission protocol and initial document production(1.7); Review various issues with pending lawsuits related to possible estate claims, correspondence with parties on same(.9); 1 hour call with Kent and accountants (1.0).	4.60	2,415.00
05/14/2024	HMJ	Prepare updated list of parties, follow up with LF on same(1.0); Review [REDACTED] [REDACTED] discovery, outline parties for follow up service(1.5).	2.50	1,312.50

Client No: 2322-0004M
Invoice No: 529351

Investigation of Possible Estate Claims

			Hours	
05/15/2024	HMJ	Continue review of incoming discovery, comparison of same to [REDACTED] and various issues with submission(2.0); Follow up with Trustee and accountants [REDACTED] .5).	2.50	1,312.50
05/20/2024	HF	Receive and review returns of service for subpoenas issued to ADPowell, Inc., Angela Powell, and Peel & Holland, Inc.	0.20	29.00
	HMJ	Review records and issues related to [REDACTED] activity(.8); Conference with Friona regarding discovery issues(.3); Review status of outstanding discovery(.4); Follow up with respondents and negotiate various extended dates for objection/production(1.4); Review/revise website and email protocol for discovery production(1.0)..	3.90	2,047.50
05/21/2024	HF	Receive and review returns of service for subpoenas issued to Grange Insurance Company and Grange Life Insurance Company (Ohio registered agent).	0.10	14.50
	HF	Review Grange's response to subpoena served to Grange Life Insurance Company and further research to identify alternatives for service of the subpoena (.4); Revise subpoena to Grange Life Insurance Company and coordinate service with process server (.2)	0.60	87.00
	HF	Receive and brief review of records from Grange Life Insurance Company.	0.30	43.50
	HMJ	Review various documents related to [REDACTED] claims(.7); Conference with counsel for McClain wife [REDACTED] (.3); Continue working on discovery submission procedures and instructions(1.0).	2.00	1,050.00
05/22/2024	HMJ	Conference with Trustee on [REDACTED] .5); Review various outstanding case issues and prepare for conference with Rabo counsel(1.0); Attend lengthy conference with Rabo on case issues (1.3).	2.80	1,470.00
05/23/2024	HMJ	Review concerns/issues to Rabo Motion for Default Judgments in Rabo AP, follow up with parties on same.	0.80	420.00
05/24/2024	HF	Review initial response to subpoena from The Cincinnati Life Insurance Company and update tracking spreadsheet.	0.10	14.50
	HF	Receive and review return of service for subpoena to The Prudential Insurance Company of America.	0.10	14.50
	HF	Discussions with GS re memo concerning related adversary proceedings.	0.20	29.00
	HMJ	Conference with counsel for USDA on discovery issues(.4); Prepare summary of discovery issues(.3); Follow up with counsel and Trustee on same(.2); Several correspondence and conferences with parties on incoming discovery issues(2.0); Review updated issues with Friona and attend conference with counsel for Friona on same(1.0); Prepare lengthy summary of outstanding Friona issues and documents(.3).	4.20	2,205.00
05/28/2024	HF	Receive and review return of service for subpoena issued to H&R Block, Inc.	0.10	14.50
	HMJ	Conferences with Trustee and Rabo on case issues and discovery (1.2); Several conferences and correspondence with parties on voluminous multi party discovery issues(2.8).	4.00	2,100.00

Investigation of Possible Estate Claims

			Hours	
05/29/2024	HF	Receive and review return of service for second subpoena issued to Grange Life Insurance Company.	0.10	14.50
	HMJ	Conference with Trustee [REDACTED] (.5); Prepare for and attend conference with counsel for various claimants on case issues(.9); Continue negotiations with parties on discovery production(2.4).	3.80	1,995.00
05/30/2024	HF	Update subpoena tracking for returns of service received for each subpoena issued to third parties for the production of documents.	0.40	58.00
	HF	Research to determine if there is a filing requirement for subpoenas that were served to counsel instead of a process server and to determine if a formal agreement re acceptance of service is needed in order to file motions to compel or for sanctions (.3); Research re whether a formal agreement is required for counsel to accept service on behalf of a client (1).	1.30	188.50
	HMJ	Review and analysis of [REDACTED] production and outline of follow up issues and items to address.	2.00	1,050.00
05/31/2024	HMJ	Prepare for and attend conference with Friona counsel re background issues and discovery.	0.80	420.00
06/04/2024	HF	Receive and review return of service for subpoena issued to The Cincinnati Life Insurance Company.	0.10	17.50
06/06/2024	HF	Receive objections and brief review of records from Mechanic's Bank in response to subpoena.	0.40	70.00
	HF	Receive and review return of service for second subpoena issued to Grange Life Insurance Company.	0.10	17.50
	HMJ	Review and analysis of updated discovery materials, work with accountants on coordinating additional submission instructions.	2.20	1,155.00
06/07/2024	HMJ	Review prior correspondence and production by Mechanics Bank(1.4); Conference with Mechanics bank on additional background and more documents/information needed(.6); Review prior correspondence and production by Cactus Feeders(1.0); Conference with Cactus Feeders on additional background and more documents/information needed(.5); Review prior correspondence and production by Friona (.6); Conference with Friona on additional background and more documents/information needed(.7); Several additional correspondence and conferences with Mechanics Bank on production(1.2).	6.00	3,150.00
06/10/2024	HF	Assemble emails reflecting agreement to accept service of subpoenas and subsequent service of subpoenas by email.	0.20	43.00
	HMJ	Continue review of [REDACTED] production and [REDACTED] materials, and negotiations with parties on additional production.	3.00	1,575.00
06/11/2024	HMJ	Review prior production and additional background information needed from [REDACTED] (2.7); Continue working with banks and USDA parties on discovery production issues (1.4).	4.10	2,152.50

Investigation of Possible Estate Claims

			Hours	
06/12/2024	HMJ	Review outstanding issues and documents with Friona, conference with counsel on same(1.0); Conference with Trustee on c [REDACTED] [REDACTED] .6); Conference with counsel for Riley on production(.3)..	1.90	997.50
06/13/2024	HMJ	Outline additional data entry and reports needed re prior operations and transactions(.7); Conference with accountants on same(.3); Comprehensive review and analysis of briefing and documents in related lawsuits for [REDACTED] [REDACTED] 3.0).	4.00	2,100.00
06/17/2024	HMJ	Continue review and analysis of Cactus and Riley documents, other documents and information concerning [REDACTED] 2.4); Follow up with Lovell regarding [REDACTED] .4); Conference with Trustee on [REDACTED] .8); Outline items for W&E list on adversary proceeding consolidation and estate standing hearing(1.5); Draft reply brief on consolidation and standing issues in pending lawsuits(4.0).	9.10	4,777.50
06/18/2024	HMJ	Draft/revise reply brief on consolidation and standing issues in pending lawsuits(1.4); Review/revise demonstrative aids on live claims and standing arguments(2.0); Prepare demo aid on USDA/POC(1.0).	4.40	2,310.00
06/19/2024	HF	Revise memorandum for trustee's motion to consolidate and abate relating to the AgTexas and Thorlakson matter.	0.40	86.00
	HF	Revise memorandum for trustee's motion to consolidate and abate relating to 2B Farms matter.	0.50	107.50
	HMJ	Outline items for review/analysis related to [REDACTED] records, [REDACTED] documents, [REDACTED] records, [REDACTED] documents, [REDACTED] documents, and other related [REDACTED] documents(1.6); Prepare related documents and summaries(1.5); Conferences with Trustee and accountants [REDACTED] (1.0).	4.10	2,152.50
06/20/2024	HMJ	Review pleadings and exhibits for contested hearing on adversary consolidation and standing in preparation for hearing on same, outline presentation(2.0); Several conferences with Trustee [REDACTED] .6); Attend docket call on adversary consolidation/standing issues(1.3).	3.90	2,047.50
06/21/2024	KAH	Consider issues regarding c [REDACTED] adversary proceedings [REDACTED] motions [REDACTED]	0.50	175.00
06/24/2024	HMJ	Further Outline items for review/analysis related to [REDACTED] [REDACTED] other related [REDACTED] documents(.8); Conferences and correspondence with Trustee and accountants c [REDACTED] 1.2).	2.00	1,050.00
06/25/2024	HMJ	Prepare for and attend contested hearing on consolidation, remand, and standing of adversary cases.	2.50	1,312.50
06/26/2024	HMJ	Review updated documents and information from Riley, Cactus Feeders, and other parties(2.0); Several correspondence and conferences with Riley counsel, Cactus Feeders, and other discovery parties on background and production issues(1.6); Several conferences with Trustee regarding case [REDACTED] .8); Conferences with Trustee and potential		

Client No: 2322-0004M
Invoice No: 529351

Investigation of Possible Estate Claims

litigation counsel(1.8). Hours 6.20 3,255.00

06/28/2024 HMJ Review documents related to [REDACTED]
[REDACTED] related documents(1.8); Prepare various comments thereto for additional
items and documents to incorporate(.7); Conference with accountants on
[REDACTED].6). 3.10 1,627.50
For Current Services Rendered 152.30 77,989.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Kenneth A. Hill	0.50	\$350.00	\$175.00
Hudson M. Jobe	146.60	525.00	76,965.00
Heather Ferrill	5.20	163.27	849.00

Courier Deliveries 2,578.05
Paid to Secretary of State of NJ for Copy of Corporate Records 0.10
Paid to Secretary of State of Texas for web inquires. 14.00
Total Expenses Thru 10/22/2024 2,592.15

Total Current Work 80,581.15

Balance Due \$80,581.15

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT



Tax ID: 75-2459334

Kent Ries, Chapter 7 Trustee of McClain Debtors

Invoice Date: October 22, 2024
 Invoice No. 529352
 Client No. 2322.0007
 Page: 1

Adversary Proceedings

ITEMIZED SERVICES BILL

			Hours	
04/08/2024	GMS	Review and analysis of AgTexas and Thorlakson's state court lawsuit originally against RAF and McClain debtors, including amended petitions, petitions in intervention, nonsuit of McClain debtors, and notice of removal filed by RAF to evaluate options to address lawsuit on behalf of Trustee;	1.70	765.00
04/09/2024	GMS	Review and analysis of AgTexas and Thorlakson's state court lawsuit originally against RAF and McClain debtors, including amended petitions, petitions in intervention, nonsuit of McClain debtors, and notice of removal filed by RAF to evaluate options to address lawsuit on behalf of Trustee;	1.40	630.00
04/11/2024	GMS	Correspondences with counsel regarding proposed stipulation related to phased discovery and resolution of issues in RAF's adversary proceeding and status conference;	0.50	225.00
	GMS	Conference with Mr. Hobe [REDACTED] evaluate next steps;	0.30	135.00
04/12/2024	GMS	Conference regarding most recent status conference and plan for proceeding, including potential consolidation, intervention, and abatement of pending lawsuits that may include claims held by the Trustee;	0.40	180.00
04/16/2024	GMS	Review and analysis of plaintiff AgTexas pleadings in removed adversary proceeding to summarize allegations and evaluate Trustee's procedural options to intervene in that lawsuit;	1.30	585.00
04/17/2024	GMS	Review and analysis of Thorlakson and AgTexas' pleadings in adversary proceeding and prepare summary of all pending claims in adversary proceedings;	1.80	810.00
04/24/2024	GMS	Review and analysis of current docket sheet in pending adversary proceedings to update memorandum regarding status of adversary proceedings and evaluate options to proceed;	1.10	495.00
04/25/2024	GMS	Review and analysis of pleadings in three pending adversary proceeding		

Client No: 2322-0007M
Invoice No: 529352

Adversary Proceedings

			Hours	
		(Rabo's, AgTexas / Thorlakson, and HTLF) including recent filings to assist with memorandum summarizing claims and evaluating options to proceed;	6.30	2,835.00
	GMS	Prepare revised motion to abate or alternatively intervene or enforce stay in connection with HTLF's adversary proceeding in 2B / Robinson bankruptcy;	0.70	315.00
	GMS	Perform legal research regarding [REDACTED] [REDACTED] [REDACTED]	0.80	360.00
	GMS	Correspondence with Mr. Ries regarding [REDACTED] [REDACTED]		00
04/26/2024	GMS	Perform legal research regarding [REDACTED] [REDACTED] pending adversary proceedings;	0.20	90.00
	GMS	Correspondence regarding Trustee's option to [REDACTED] pending adversary proceedings and next steps;	0.10	45.00
04/29/2024	GMS	Prepare Alternative Scheduling Order in connection with Rabo's adversary proceeding;	0.50	225.00
	GMS	Correspondences and telephone conference with Rabo and claimants' counsel regarding proposed Alternative Scheduling Order and plan for proceeding;	0.70	315.00
05/01/2024	GMS	Review and analysis of three pending adversary complaints to evaluate Trustee's options [REDACTED]	0.60	270.00
	GMS	Prepare for and attend meeting with Trustee and forensic accounts to evaluate status of documents from [REDACTED] [REDACTED]	2.70	1,215.00
05/02/2024	GMS	Review notice of hearing on AgTexas and Thorlakson's motion to remand and abstain in related adversary proceeding;	0.10	45.00
05/08/2024	HF	Communications re overview of case, direction of discovery, and subpoenas.	0.90	130.50
	GMS	Review Order allowing service of subpoenas to non-parties and evaluate next steps, including subpoena targets and documents to be requested;	0.80	360.00
	GMS	Correspondences with non-parties' counsel regarding subpoenas for documents and whether they will accept service of the subpoenas;	0.20	90.00
	GMS	Review and analysis of USDA Claimants' proposed revisions to Alternative Scheduling Order in Rabo adversary proceeding and evaluate options to respond;	0.30	135.00
05/09/2024	HF	Obtain registered agent information for Cactus Feeders Finance, LLC (.1); Prepare subpoena to Cactus Feeders Finance, LLC and assemble attachments (.2).	0.30	43.50

Client No: 2322-0007M
Invoice No: 529352

Adversary Proceedings

		Hours	
HF	Obtain registered agent information for Cactus Operating LLC (.1); Prepare subpoena to Cactus Operating LLC and assemble attachments (.2).	0.30	43.50
HF	Obtain registered agent information for Friona Industries, L.P. (.1); Prepare subpoena to Friona Industries, L.P. and assemble attachments (.2).	0.30	43.50
HF	Research state of incorporation for Riley Livestock, Inc. (.1); Prepare subpoena to Riley Livestock, Inc. and assemble attachments (.2).	0.30	43.50
HF	Research state of incorporation for Rabo AgriFinance LLC (.1); Prepare subpoena to Rabo AgriFinance LLC and assemble attachments (.2).	0.30	43.50
HF	Research state of incorporation for Focus Management Group LLC (.1); Prepare subpoena to Focus Management Group LLC and assemble attachments (.2).	0.30	43.50
HF	Research state of incorporation for Mechanic's Bank (.1); Prepare subpoena to Mechanic's Bank and assemble attachments (.2).	0.30	43.50
HF	Research state of incorporation for Community Financial Services Bank, Inc. (.1); Prepare subpoena to Community Financial Services Bank, Inc. (.1).	0.20	29.00
HF	Obtain registered agent information for Carr, Riggs & Ingram, L.L.C. (.1); Prepare subpoena to Carr, Riggs & Ingram, L.L.C. and assemble attachments (.2).	0.30	43.50
HF	Obtain registered agent information for ADPowell, Inc. (.1); Prepare subpoena to ADPowell, Inc. and assemble attachments (.2).	0.30	43.50
HF	Prepare subpoena to Angela Powell (individually) and assemble attachments.	0.20	29.00
HF	Obtain registered agent information for H&R Block, Inc. (.3); Prepare subpoena to H&R Block, Inc. and assemble attachments (.1).	0.40	58.00
GMS	Review and analysis of adversary plaintiffs AgTexas and Thorlakson's joint motion to remand or alternatively abstain and brief in support, notice of docket call, and evaluate options to respond;	1.30	585.00
GMS	Correspondences with counsel for nonparty subpoena target CFSB regarding documents CFSB previously produced and still needs to produce, and plan for proceeding;	0.40	180.00
GMS	Review and analysis of docket entries and pleading in each of the three adversary proceedings that my impact T [REDACTED]	0.70	315.00
GMS	Review and analysis of subpoenas to be served on multiple parties pursuant to Court's Order allowing service of subpoenas and instruct regarding service of the subpoenas;	0.20	90.00
05/10/2024	HF Assemble attachments for subpoena to Community Financial Services Bank, Inc.	0.10	14.50
HF	Prepare acceptance of service for Rabo AgriFinance, LLC and coordinate service to counsel for Rabo AgriFinance, LLC.	0.20	29.00

Client No: 2322-0007M
Invoice No: 529352

Adversary Proceedings

			Hours	
	HF	Finalize subpoenas and coordinate service of subpoenas by process server for Cactus Feeders Finance, LLC, Cactus Operating, LLC, Friona Industries, L.P., Carr, Riggs & Ingram, LLC, Angela Powell, ADPowell, Inc., H&R Block, Inc., and Focus Management Group USA, Inc.	0.70	101.50
	HF	Email courtesy copy of subpoena to Robert Ray for subpoena directed to Carr, Riggs & Ingram, L.L.C.	0.10	14.50
	HF	Email courtesy copy of subpoena to Michael Doland for subpoena directed to Focus Management Group USA, Inc.	0.10	14.50
	HF	Serve subpoenas to counsel for Riley Livestock, Inc., Mechanic's Bank, and Community Financial Services Bank.	0.30	43.50
	GMS	Prepare subpoenas to be served on various parties to assist with investigation of potential claims and instruct regarding service of the subpoenas;	1.10	495.00
	GMS	Correspondences with counsel for Riley Livestock regarding his confirmation of authority to accept service of subpoena;	0.10	45.00
	GMS	Correspondences with Rabo's counsel regarding subpoena and acceptance of service of subpoena;	0.20	90.00
	GMS	Correspondences with CFSB's counsel regarding subpoena served on CFSB, CFSB's prior document production, and plan for proceeding;	0.20	90.00
05/13/2024	GMS	Revise proposed Alternative Scheduling Order in connection with Rabo's adversary proceeding;	0.50	225.00
	GMS	Correspondences with parties regarding revised Alternative Scheduling Order in connection with Rabo's adversary proceeding and plan for proceeding;	0.50	225.00
	GMS	Review and analysis of motions and items scheduled on May 16 docket call and prepare for docket call to address each pending motion and item;	0.50	225.00
	GMS	Correspondences with various banks counsel regarding discovery requests and plan for proceeding, including delivery of electronic and paper documents;	0.20	90.00
	GMS	Prepare Trustee's motion to abate, intervene, and enforce stay in Rabo's adversary proceeding;	0.60	270.00
05/14/2024	HF	Review corporate records for Peel & Holland and research whom to serve for dissolved corporation in Kentucky (.3); Prepare subpoena to Peel & Holland, Inc., prepare Exhibit A, and assemble attachments (.4).	0.70	101.50
	HF	Research Prudential entity to direct subpoena and identify registered agent for The Prudential Insurance Company of America (.3); Prepare subpoena to The Prudential Insurance Company of America and assemble attachments (.2).	0.50	72.50
	HF	Obtain registered agent information for Cincinnati Life Insurance Company (.1); Prepare subpoena to Cincinnati Life Insurance Company and assemble attachments (.2).	0.30	43.50
	HF	Research Grange entity to direct subpoena and identify registered agent for		

Client No: 2322-0007M
Invoice No: 529352

Adversary Proceedings

			Hours	
		Grange Insurance Company (.3); Prepare subpoena to Grange Insurance Company and assemble attachments (.2).	0.50	72.50
	GMS	Prepare Trustee's motion to consolidate and abate, intervene, and enforce stay in two separate adversary proceedings, including detailed review of all live pleadings in adversary proceeding to evaluate whether claims asserted belong to Trustee;	6.30	2,835.00
	GMS	Perform legal research regarding [REDACTED] analysis and case law that [REDACTED]	1.20	540.00
	GMS	Correspondences with counsel regarding clean version of Alternative Scheduling Order in Rabo adversary proceeding and plan for proceeding;	0.20	90.00
	GMS	Correspondences with counsel for 2B Farms regarding proposed joint motion to consolidate and abate adversary proceedings, and next steps;	0.30	135.00
	GMS	Telephone conference with counsel for CFSB regarding served subpoena, scope of document requests, and options for bank to produce responsive documents;	0.50	225.00
05/15/2024	HF	Obtain registered agent information for Grange Life Insurance Company, identify address on file with the Ohio Department of Insurance, and review company website to identify corporate mailing address (.3); Prepare subpoena to Grange Life Insurance Company and assemble attachments (.2).	0.50	72.50
	HF	Finalize subpoenas and coordinate service of subpoenas by process server for Peel & Holland, Inc., The Prudential Insurance Company of America, The Cincinnati Life Insurance Company, Grange Insurance Company, and Grange Life Insurance Company.	0.50	72.50
	HF	Receive and review returns of service for subpoenas issued to Carr, Riggs, & Ingram, LLC and Friona Industries, L.P.	0.10	14.50
	GMS	Prepare Trustee's motions to consolidate and abate, intervene, and enforce stay in two separate adversary proceedings;	0.90	405.00
	GMS	Multiple correspondences and telephone conferences with parties to the 2B Farms and AgTexas / Thorlakson adversary proceedings regarding motions to consolidate and abate, intervene, and enforce stay, and plan for proceeding;	1.70	765.00
	GMS	Correspondences regarding non-party subpoenas, including identification of insurers to be served with subpoenas, and plan for proceeding;	0.20	90.00
05/16/2024	HF	Receive and review returns of service for subpoenas issued to Cactus Feeders Finance, LLC and Cactus Operating, LLC.	0.10	14.50
	HF	Communications with process server re service attempt on Focus Management Group.	0.10	14.50
	GMS	Multiple correspondences and telephone conferences with parties to the 2B Farms and AgTexas / Thorlakson adversary proceedings regarding motions to consolidate and abate, intervene, and enforce stay, and plan for proceeding;	0.50	225.00

Client No: 2322-0007M
Invoice No: 529352

Adversary Proceedings

			Hours	
	GMS	Prepare Trustee's motions to consolidate abate, in the alternative motion to intervene, and further in the alternative motion to enforce stay in both 2B Farms adversary proceeding and Ag Texas and Thorlakson adversary proceeding;	0.90	405.00
	GMS	Correspondences with Rabo's counsel and USDA claimants' counsel regarding Alternative Scheduling Order in Rabo adversary proceeding and next steps;	0.20	90.00
	GMS	Prepare for and attend court-ordered docket call related to various pending motions;	1.60	720.00
05/17/2024	GMS	Correspondences with counsel for financial institution, USDA claims, and other parties regarding Trustee's draft motions to consolidate and abate, intervene, and enforce stay in 2B Farms and AgTexas and Thorlakson adversary proceedings;	0.50	225.00
	GMS	Prepare Trustee's motions to consolidate and abate 2B Farms and AgTexas and Thorlakson adversary proceedings, and instruct regarding service of the motions;	0.40	180.00
05/20/2024	GMS	Correspondence from attorney for Grange Life Insurance regarding sale of company in 2018 and alleged lack of documents responsive to subpoena, and evaluate options to proceed;	0.20	90.00
	GMS	Correspondences with Mechanics Bank's counsel regarding Trustee's motion to consolidate and abate 2B Farms and AgTexas / Thorlakson adversary proceedings and postponement of scheduled hearing on Mechanics Bank's motion to dismiss in 2BFarms adversary proceeding;	0.20	90.00
	GMS	Prepare summary of communication with CFSB's counsel regarding subpoena for banking records of Debtor Entities and Debtor Affiliates, issues to be addressed including potential protective order for Debtor Affiliates and scope of document requests;	0.50	225.00
05/21/2024	GMS	Correspondences with 2B Farms and Robinsons and Banks' counsel regarding notice of hearing on Trustee's Motion to Consolidate and Abate;	0.40	180.00
	GMS	Prepare notices of hearing in both 2BFarms and AgTexas / Thorlakson adversary proceeding on Trustee's pending motion to consolidate and abate;	0.20	90.00
	GMS	Correspondence from Court Clerk regarding submission of proposed Order granting Trustee's motion to consolidated 2BFarms and AgTexas / Thorlakson adversary proceeding and evaluate next steps;	0.20	90.00
05/22/2024	GMS	Prepare draft Order Granting Motion to Consolidate 2BFarms and AgTexas / Thorlakson's adversary proceedings;	2.10	945.00
	GMS	Review and analysis of docket sheets and prior pleadings in 2BFarms and AgTexas / Thorlakson's adversary proceedings to assist with preparation of proposed Order Granting Motion to Consolidate the adversary proceedings;	0.70	315.00
05/23/2024	GMS	Correspondence regarding uploaded proposed Orders to consolidate AgTexas / Thorlakson and 2B Farms adversary proceedings;	0.10	45.00

Adversary Proceedings

			Hours	
05/27/2024	GMS	Prepare memorandum with summary of [REDACTED] [REDACTED] [REDACTED]	1.20	540.00
05/28/2024	GMS	Prepare proposed Order Granting Trustee's Motion to Consolidate and Abate the 2B Farms Adversary proceeding and AgTexas and Thorlakson adversary proceeding;	0.40	180.00
05/29/2024	GMS	Correspondences related to [REDACTED] [REDACTED]	0.20	90.00
	GMS	Prepare proposed Order granting abatement of both 2B Farms and AgTexas and Thorlakson adversary proceedings;	0.20	90.00
05/30/2024	GMS	Perform research and evaluate options to [REDACTED] [REDACTED] [REDACTED]	1.60	720.00
	GMS	Prepare proposed Orders granting Trustee's motions to abate in both AgTexas / Thorlakson and 2B Farms Adversary Proceedings;	1.60	720.00
05/31/2024	GMS	Correspondences from counsel for claimants Friona and Cactus Feeders regarding response and objection to subpoenas, and document production;	0.20	90.00
06/05/2024	GMS	Evaluate options to proceed based on various parties [REDACTED] [REDACTED] [REDACTED] discovery objections;	0.40	180.00
06/07/2024	GMS	Prepare memorandum and notes to assist with hearing on Trustee's motion to consolidate and abate, intervene, and enforce stay in AgTexas / Thorlakson Adversary Proceeding and 2B Farms Adversary Proceeding;	3.20	1,440.00
	GMS	Review and analysis of all live pleadings in AgTexas / Thorlakson Adversary Proceeding and 2B Farms Adversary Proceeding to evaluate potential claims belonging to the Trustee and frame out argument as to which claims are property of the Estate;	2.60	1,170.00
06/08/2024	GMS	Prepare memorandum and notes to assist with hearing on Trustee's motion to consolidate and abate, intervene, and enforce stay in AgTexas / Thorlakson Adversary Proceeding and 2B Farms Adversary Proceeding;	1.40	630.00
	GMS	Review and analysis of all live pleadings in AgTexas / Thorlakson Adversary Proceeding and 2B Farms Adversary Proceeding to evaluate potential claims belonging to the Trustee and frame out argument as to which claims are property of the Estate;	1.80	810.00
06/09/2024	GMS	Review and analysis of plaintiffs and intervenors' response to motion to consolidate in the AgTexas and Thorlakson adversary proceeding;	0.50	225.00
06/10/2024	GMS	Prepare memorandum, notes, and demonstrative aid to assist with hearing on Trustee's motion to consolidate and abate, intervene, and enforce stay in AgTexas / Thorlakson Adversary Proceeding and 2B Farms Adversary Proceeding;	1.10	495.00
	GMS	Review and analysis of Rabo and Plaintiff's AgTexas and Thorlakson and		

Adversary Proceedings

			Hours	
		Intervenors Responses to Trustee's Motion to Consolidate and Abate, Intervene, and Enforce Stay, and evaluate options to proceed;	2.40	1,080.00
	GMS	Correspondence with Rabo's counsel regarding subpoena served on Rabo and Rabo's objections and responses to the subpoena;	0.20	90.00
06/14/2024	GMS	Prepare demonstrative aid summarizing claims asserted in AgTexas and Thorlakson and 2B Farms Adversary Proceedings to assist with presentation of Trustee's Motion to Consolidate and Abate, and assertion that certain claims alleged belong to the Trustee;	0.50	225.00
	GMS	Telephone conference with defendant Shawn Ragland's counsel regarding Trustee's pending motion to consolidate and abate;	0.10	45.00
06/16/2024	GMS	Prepare demonstrative aid summarizing claims asserted in AgTexas and Thorlakson and 2B Farms Adversary Proceedings to assist with presentation of Trustee's Motion to Consolidate and Abate, and assertion that certain claims alleged belong to the Trustee;	3.30	1,485.00
	GMS	Perform legal research and review [REDACTED]	0.90	405.00
06/17/2024	GMS	Prepare demonstrative aid summarizing claims asserted in AgTexas and Thorlakson and 2B Farms Adversary Proceedings to assist with presentation of Trustee's Motion to Consolidate and Abate, and assertion that certain claims alleged belong to the Trustee;	4.90	2,205.00
	GMS	Prepare witness and exhibit lists in connection with Trustee's Motion to Consolidate and Abate, Intervene, or Enforce Stay;	0.60	270.00
	GMS	Perform legal research regarding [REDACTED]	0.60	270.00
	GMS	Review and analysis of AgTexas, Thorlakson, and Intervenors alleged "Reply" brief in connection with Trustee's Motion to Consolidate and Abate, Intervene, or Enforce Stay;	0.30	135.00
	GMS	Prepare Trustee's Reply brief in support of Motion to Consolidate and Abate, Intervene, or Enforce Stay;	0.20	90.00
06/18/2024	GMS	Prepare Reply brief in support of Trustee's Motion to Consolidate and Abate, and supporting exhibits including live pleadings charts;	2.10	945.00
	GMS	Correspondences with Rabo's counsel regarding status of proposed Agreed Scheduling Order in Rabo's adversary proceeding concerning priority of lien in relation to USDA Claimants;	0.20	90.00
06/20/2024	GMS	Telephone conferences regarding Trustee's Motion to Consolidate and Abate, and plan for proceeding;	0.40	180.00
06/24/2024	GMS	Telephone conference and correspondences regarding subpoena served on Community First State Bank, its objections and responses, and plan for proceeding;	0.40	180.00

Client No: 2322-0007M
Invoice No: 529352

Adversary Proceedings

		Hours	
	GMS Review and analysis of non-party Community First State Bank's objections and responses to subpoena, and proposed rolling production of banking documents, and evaluate next steps;	0.30	135.00
	GMS Correspondence with non-party CFSB's counsel regarding its objections and responses to subpoena, request for rolling document production, and request for input related to certain issues previously raised by CFSB's counsel;	0.20	90.00
06/28/2024	GMS Correspondence with CFSB's counsel regarding production of all remote detail for Debtor's account as requested in subpoena;	0.20	90.00
	GMS Evaluate options to proceed based on hearing on USDA Claimants' motion to remand and Court's pending ruling;	0.20	90.00
	For Current Services Rendered	93.80	39,404.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Gregory M. Sudbury	84.60	\$450.00	\$38,070.00
Heather Ferrill	9.20	145.00	1,334.00

Total Current Work 39,404.00

Balance Due \$39,404.00

NOTE: PLEASE REFERENCE THE CLIENT MATTER NO. WITH PAYMENT